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ARTICLES OF INCORPORATION  
OF

ARCHITECTURAL ELEMENTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ARCHITECTURAL ELEMENTS, INC.

The principal place of business of this corporation shall be:

6538 COLLINS AVE., # 345 MIAMI BEACH, FL 33141-4694

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

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This Instrument Prepared By:  
LAW OFFICE OF RICHARD GONZALEZ, P.A.  
407 Lincoln Road, Suite 4-H  
Miami Beach, Florida 33139  
Fl. Bar No. 0716642

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE II CAPITAL STOCK**

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having a part value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid for in cash, services, property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation is the Law Office of Richard Gonzalez, P.A., 407 Lincoln Road, Suite 4-B, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is, **RICHARD GONZALEZ, ESQ.**

**ARTICLE VI INITIAL BOARD OF DIRECTORS**

This corporation shall be conducted by a board and have one director initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one director. The name and address of the initial director of this corporation is:

**BRADLEY ELLIOTT BROERMAN      600 NE 32<sup>nd</sup> STREET  
MIAMI, FL 33137**

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ARTICLE VII INITIAL OFFICERS

The name of the initial officer is as follows:

PRESIDENT:	BRADLEY ELLIOTT BROERMAN
SECRETARY:	BRADLEY ELLIOTT BROERMAN
TREASURER:	BRADLEY ELLIOTT BROERMAN

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these articles is:

BRADLEY ELLIOTT BROERMAN	600 NE 32 <sup>ND</sup> STREET MIAMI, FL 33137
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ARTICLE IX DISTRIBUTION

The name and post office address of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
BRADLEY ELLIOTT BROERMAN	600 NE 32 <sup>ND</sup> STREET MIAMI, FL 33137	100

ARTICLE X EFFECTIVE DATE

These Article of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

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ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of August, 2000.

Signature of Incorporator

Bradley Elliott Broerman  
BRADLEY ELLIOTT BROERMAN

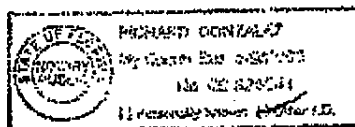
STATE OF FLORIDA     )  
                                  ) SS  
COUNT OF MIAMI-DADE )

THE FOREGOING INSTRUMENT, was acknowledged before me 11 day of August, 2000, by Bradley Elliott Broerman, who is personally known to me or who has produced Florida Driver's License as identification and who did (did not) take an oath.

Richard Gonzalez  
NOTARY PUBLIC, STATE OF FLORIDA

Richard Gonzalez  
NAME OF OFFICER (PRINT OR TYPE)

My commission expires:



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ARTICLES OF INCORPORATION FILING FEE:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT: ARCHITECTURAL ELEMENTS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED RICHARD GONZALEZ AS REGISTERED AGENT LOCATED AT 407 LINCOLN ROAD, SUITE 4-E, MIAMI BEACH, FLORIDA 33139 TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

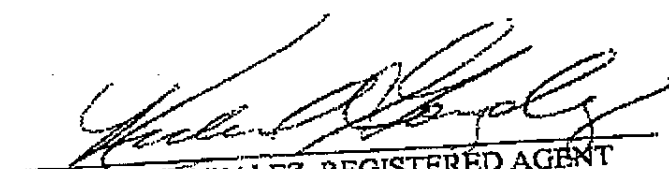
SIGNATURE:

  
BRADLEY ELLIOTT BROERMAN

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED

8/11/2000

  
RICHARD GONZALEZ, REGISTERED AGENT

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